

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23637-D FILED

OCT 2 '01 3-32 PM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 12, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Addendum to Memorandum of Assignment of Lease Agreement, dated as of August 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease which was filed with the Board under Recordation Number 23637-A and corrects the equipment schedule filed therewith.

The names and addresses of the parties to the enclosed document are:

Assignor: Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

Assignee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) locomotives and one slug unit attached hereto

Mr. Vernon A. Williams
September 12, 2001
Page Two

A short summary of the document to appear in the index is:

Addendum to Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

Group 1:

Description and quantity: one (1) SD-40 locomotive.

Locomotive Mark and Number: NECR 5032.

Group 2:

Description and quantity: seven (7) GP-40-1-CU locomotives.

Locomotive Marks and Numbers: MNA 4012-4015 inclusive; ISRR 4037 and 4042; MNA 4045.

Group 3:

Description and quantity: eight (8) SW-1200 locomotives.

Locomotive Marks and Numbers: SCRF 8; MS 73; VCRR 1200; MNA 751; SGVY 998 and 999; GSWR 1208 and 1237.

Description and quantity: one (1) GP-7 locomotive.

Locomotive Mark and Number: VCRR 100.

Group 4:

Description and quantity: two (2) GP-38-2 locomotives.

Locomotive Marks and Numbers: CORP 3819; DGNO 3833.

Group 5:

Description and quantity: one (1) GP-38 control and one slug unit.

Locomotive Marks and Numbers: GSWR 3813 and 4167

**ADDENDUM TO
MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

THIS ADDENDUM TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT, (the "Addendum") is made and entered into as of August 31, 2001, by and between Railcar Ltd., ("Assignor") and The Andersons, Inc. ("Assignee"); and

Assignor Railcar, Ltd., as lessor, RailTex, Inc., as lessee, and RailAmerica, Inc., as guarantor, heretofore entered into that certain Master Lease Agreement dated as of December 28, 2000, and Schedule No. 1 executed pursuant thereto as amended August 30, 2001, (together the "Lease") pertaining to the locomotive equipment described therein (the "Locomotives"). The Memorandum of Lease Agreement with respect to the Lease was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301 Recordation No. 23637.

The Memorandum of Assignment of Lease was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301 between Railcar, Ltd., as lessor/assignor and The Andersons, Inc., as assignee under Recordation No. 23637-A.

The undersigned Assignor and Assignee acknowledge that the original "Description of Locomotives" attached to the Memorandum of Lease is deleted and the "Description of Locomotives" attached to the Addendum to the Memorandum of Lease is substituted.

This Addendum to Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Addendum to assignment.

[Execution on the next page; remainder of this page intentionally left blank]

RECORDATION NO. **23637-D** FILED

OCT 2 '01 3-32 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

RAILCAR, LTD.

By: James V. Smallwood

Printed Name: JAMES V. SMALLWOOD

Title: PRESIDENT

STATE OF Georgia

COUNTY OF Cobb SS:

Before me, a Notary Public, in and for said county and state, personally appeared James V. Smallwood, the President of Railcar Ltd. a Georgia corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at this 10th day of September, 2001.

Alice Kelley
Notary Public
My commission expires:

**Notary Public, Cobb County, Georgia.
My Commission Expires June 28, 2005.**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

THE ANDERSONS, INC.

By: Nicholas C. Conrad

Printed Name: Nicholas C. Conrad

Title: Assistant Treasurer

STATE OF OHIO)

COUNTY OF LUCAS) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Assistant Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 10th day of September, 2001.



Julie Ann Dibble
Notary Public
My commission expires:

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

896569_1

DESCRIPTION OF UNITS

Group 1:

Description and quantity: one (1) SD-40 locomotive.

Locomotive Mark and Number: NECR 5032.

Group 2:

Description and quantity: seven (7) GP-40-1-CU locomotives.

Locomotive Marks and Numbers: MNA 4012-4015 inclusive; ISRR 4037 and 4042; MNA 4045.

Group 3:

Description and quantity: eight (8) SW-1200 locomotives.

Locomotive Marks and Numbers: SCRF 8; MS 73; VCRR 1200; MNA 751; SGVY 998 and 999; GSWR 1208 and 1237.

Description and quantity: one (1) GP-7 locomotive.

Locomotive Mark and Number: VCRR 100.

Group 4:

Description and quantity: two (2) GP-38-2 locomotives.

Locomotive Marks and Numbers: CORP 3819; DGNO 3833.

Group 5:

Description and quantity: one (1) GP-38 control and one slug unit.

Locomotive Marks and Numbers: GSWR 3813 and 4167